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REDACTED – FOR PUBLIC INSPECTION IN MB DOCKET NO. 07-18 before the Federal Communications Commission

November 13, 2007

Ann Bushmiller, Esquire
Deputy Chief, Administrative Law Division
Office of the General Counsel
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: Consolidated Application of News Corporation and The DIRECTV Group, Inc., Transferors, and Liberty Media Corporation, Transferee, for Authority to Transfer Control, MB Docket No. 07-18

Dear Ms. Bushmiller:

This responds to your telephone inquiry and email of November 2, 2007 requesting additional information concerning certain documents listed on Discovery Holding Company's ("DHC") revised privilege log, which was submitted to the Commission on October 1, 2007. We have provided below a narrative description of each document listed in your November 2, 2007 email, addressing the questions you raised about each category of documents, further explaining the basis for the assertion of privilege and identifying the custodian of the document.

This letter contains confidential information subject to the Protective Orders issued in this proceeding on May 21 and June 9, 2007. DHC is submitting two copies of this letter to William Beckwith and filing one copy with the Secretary's Office pursuant to Section 5 of the May 21 Protective Order. We are also filing a redacted version of this letter with the Secretary's Office for inclusion in the public inspection file.

A. Drafts

Document No. 1: This is a draft of

. The draft was in Mr. Tanabe's files.

Document No. 2: This is a draft of [REDACTED]

[REDACTED]. The draft was in Mr. Tanabe's files.

Document No. 3: These are draft [REDACTED]

[REDACTED]. The drafts were in Mr. Tanabe's files.

Document No. 8: This is a draft of [REDACTED]

[REDACTED]. The draft was in Mr. Tanabe's files.

Document No. 9: This is a draft of [REDACTED]

[REDACTED]. The draft was in Mr. Tanabe's files.

Document No. 19: These are drafts of [REDACTED]

[REDACTED]. These drafts were in the files of Brian Wendling.

Document No. 21: This is a draft of [REDACTED]

[REDACTED]. It was in the files of Charles Y. Tanabe.

Document No. 22: This is a draft of [REDACTED]

[REDACTED]. The draft was in Mr. Tanabe's files.

Document No. 23: This is a draft of [REDACTED]

[REDACTED]. The drafts were in Mr. Tanabe's files.

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Document No. 24: This is a draft of [REDACTED]
[REDACTED]. The draft was in
Mr. Tanabe's files.

Document No. 27: This is a draft of [REDACTED]
[REDACTED]. The draft was in Mr. Tanabe's files.

Document No. 28: This is a draft of [REDACTED]
[REDACTED]. The draft was in Mr. Tanabe's files.

Document No. 31: This is a draft of [REDACTED]
[REDACTED]. The draft was in Mr. Tanabe's files.

Document No. 34: These are draft [REDACTED]
[REDACTED]. The
drafts were in Mr. Tanabe's files.

Document No. 35: This is a draft of [REDACTED]
[REDACTED]. The draft was in Mr. Tanabe's files.

Document No. 36: This is a draft of [REDACTED]
[REDACTED]. The draft
was in Mr. Tanabe's files.

Document No. 37: This is a draft of [REDACTED]
[REDACTED]. The draft was in Mr. Tanabe's files.

Document No. 38: This is a draft of [REDACTED]
[REDACTED]

[REDACTED] The draft was in Mr. Tanabe's files.

Document No. 39: This is a draft of [REDACTED]

[REDACTED] The draft was in Mr. Tanabe's files.

Document No. 40: This is a draft of [REDACTED]

[REDACTED] The draft was in Mr. Tanabe's files.

Document No. 41: This is a draft of [REDACTED]

[REDACTED] The draft was in Mr. Tanabe's files.

Document No. 42: These are multiple drafts of [REDACTED]

[REDACTED] The drafts were in Mr. Tanabe's files.

Document No. 73: This is a draft of [REDACTED]

[REDACTED] The draft was in Mr. Tanabe's files.

Document No. 74: This is a draft of [REDACTED]

[REDACTED] The draft was in Mr. Tanabe's files.

Document No. 85: This is a draft of [REDACTED]

[REDACTED] The draft was in Mr. Tanabe's files.

B. Third Party Questions

Document No. 13: This is an email from John Orr (Liberty Media's Vice President, Investor Relations) to Charles Tanabe (Liberty Media's and DHC's General Counsel), Craig Troyer (Liberty Media's and DHC's Deputy General Counsel), Albert Rosenthaler (Liberty

Media's and DHC's current Senior Vice President, Tax) and Gary Blaylock (then Liberty Media's and DHC's Senior Vice President, Tax) asking them [REDACTED]

[REDACTED] The email was in Mr. Troyer's files.

Document Nos. 16-17, 72: These are emails among Anna Tran (in-house attorney at Ascent Media, a subsidiary of DHC), Craig Troyer (DHC's Deputy General Counsel), Sumeet Seam (in-house attorney at Discovery Communications) and Deborah Buckley (an attorney at Sherman & Howard, outside counsel to DHC) concerning [REDACTED]

[REDACTED] The emails were in Mr. Troyer's files.

Document No. 59: This is a draft of [REDACTED]. The draft was circulated by Kelly King (Liberty Media's Director of Financial Reporting and Accounting) to Arnold Hoy, Shana Sato and Adam Walker (representatives of KPMG, DHC's outside accounting firm), Jay Singh (Ascent Media's Senior Vice President and Chief Accounting Officer), Alice Chiu (Ascent Media), Donna Cote (Ascent Media's Vice President, Tax) and Debbie Rolando (Controller of Discovery Communications). Copies also were sent to Dan Dorenkamp (Liberty Media Treasury Department) and John Orr (Liberty Media's Vice President, Investor Relations). Counsel, working with certain employees and KPMG, were responsible for providing legal advice [REDACTED]

[REDACTED] The draft document was in the files of John Orr.

Document No. 29: This is a draft of [REDACTED]. The draft was circulated by Kelly King (Liberty Media's Director of Financial Reporting and Accounting) to Christopher Shean (Controller of DHC), Mark Burton (Liberty Media's Vice President of Accounting), William R. Fitzgerald (Liberty Media's Senior Vice President, Business Development), Charles Y. Tanabe (DHC's General Counsel), and Arnold Hoy (representative of KPMG, DHC's outside accounting firm). Copies also were sent to Debbie Rolando (Controller of Discovery Communications), Jay Singh (Ascent Media's Senior Vice President and Chief Accounting Officer) and Alice Chiu (Ascent Media). Counsel, working with certain employees and KPMG, were responsible for providing legal advice concerning [REDACTED]

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[REDACTED]

[REDACTED]. The draft document was in the files of William R. Fitzgerald.

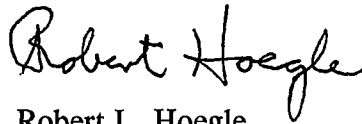
Document No. 82: This is an email from Gary Blaylock (then Liberty Media's and DHC's Senior Vice President, Tax) to Albert Rosenthaler (currently Liberty Media's and DHC's Senior Vice President, Tax), forwarding for his review drafts of [REDACTED]

[REDACTED]. The email was in Mr. Rosenthaler's files.

* * *

If you have any further questions concerning these documents, please contact me.

Respectfully submitted,



Robert L. Hoegle
Counsel for Discovery Holding Company

RLH:gt